

AMENDMENT NO. 6 TO AMENDED AND RESTATED LAND LEASE

This Amendment No. 6 to Amended and Restated Land Lease (this "**Amendment**") is made by and between DOWNTOWN FORT WORTH INITIATIVES, INC., a Texas non-profit corporation ("DFWII") and ROCK ISLAND HILLSIDE ASSOCIATES, L.P., a Texas limited partnership ("Rock Island"), effective as of February 1, 2010 (the "Effective Date").

WHEREAS, DFWII, as Lessor, and Rock Island, as Lessee, are parties to that certain Amended and Restated Land Lease, entered into effective as of December 1, 1995, and recorded in Volume 12204, Page 791 of the Real Property Records of Tarrant County, Texas, as amended by that certain Amendment No. 1, dated to be effective March 28, 1996, that certain Amendment No. 2, dated to be effective December 1, 1995, that certain Amendment No. 3, dated to be effective September 30, 1996, that certain Amendment No. 4, dated to be effective December 9, 1996, and that certain Amendment No. 5, dated to be effective June 18, 1998 (collectively as amended, the "Land Lease");

WHEREAS, pursuant to the Land Lease, Rock Island has leased approximately 12.29 acres of real property from DFWII upon which Rock Island has constructed improvements consisting of approximately 172 units of multifamily housing (the "Property");

WHEREAS, Rock Island has not constructed improvements upon and does not intend to construct improvements upon two parcels of land within the Property, the location of which are depicted in Exhibit A, attached hereto (collectively, the "Lots");

WHEREAS, DFWII desires to amend the Land Lease to exclude the Lots from the terms thereof;

WHEREAS, Rock Island has agreed to amend the Land Lease as desired by DFWII, subject to the terms and conditions set forth herein;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

1. The Lots shall no longer be subject to the Land Lease.
2. The description of the Property as subject to the Land Lease and as set forth and described in the Land Lease (which, by definition includes all amendments) is hereby deleted in its entirety and is replaced with the description set forth in Exhibit B, attached hereto and incorporated herein. The real property description set forth in Exhibit B does not include the Lots.

3. Gershman Investment Corp., an Arkansas corporation, is deemed to be an "Approved Lender" as defined in section 1.1(a) of the Land Lease, and that certain loan in the amount of Four Million Nine Hundred Eleven Thousand and NO/100 Dollars (\$4,911,000.00) from Gershman Investment Corp. to Rock Island, at approximately 5.25% for 420 months and scheduled to close in the first quarter of 2010 is deemed to be an "Approved Loan" as defined in section 1.1(c) of the Land Lease.

4. Section 2.3 of the Land Lease shall be deleted in its entirety and replaced with the following in lieu thereof:

"2.3 Payment of Rent.

Lessee shall pay to Lessor, at 306 West Seventh, Suite 400, Ft. Worth, Texas 76102-4908, or such other place as Lessor may designate in writing, rent (the "Rent") in an amount equal to twenty-five percent (25%) of Lessee's net annual cash flow from the Project. "Net annual cash flow" is defined as all gross receipts from operations of the Project, less (i) reasonable operating expenses of the Project, including a management fee of five percent (5%) of gross rents; (ii) debt service on any Approved Loan; (iii) cost of acquiring assets and replacement and operating reserves, including reserves required by the holder of any Approved Loan; and (iv) payment to the Limited Partners for tax credit shortfalls and unpaid tax credit shortfalls and payment of the deferred development fee, excess operating loans and excess capital loans, as provided for in that certain Second Amended and Restated Agreement of Limited Partnership of Lessee, as amended. So long as the Secretary of the Department of Housing and Urban Development ("Secretary") or the Secretary's successors or assigns is the insurer or holder of the note secured by any mortgage, deed of trust or security deed on the Project, then in no event shall "net annual cash flow" exceed "Surplus Cash" as calculated by HUD from time to time. Rent shall be payable at least annually. Notwithstanding the foregoing, in the event of any Transfer, as defined in Section 5.1(a) hereof, approved in writing by the Lessor pursuant to Section 5.4 hereof, Rent shall be as negotiated between the Lessor and such approved transferee. With each payment of Rent, Lessee shall deliver to Lessor a written statement substantiating the amount of the payment. Lessee shall keep a permanent and accurate set of books and records of Lessee's net annual cash flow from the Project available for Lessor's inspection or audit from time to time, at Lessor's expense."

5. Section 2.5 of the Land Lease shall be amended by adding the following sentence at the end thereof:

"So long as the Secretary of the Department of Housing and Urban Development ("Secretary") or the Secretary's successors or assigns is the insurer or holder of the note secured by any mortgage, deed of trust or

security deed on the Project, then in no event shall "Net Proceeds" exceed "Surplus Cash" as calculated by HUD from time to time."

6. The Land Lease, as amended by this Amendment, shall continue in full force and affect.

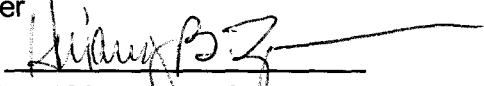
7. This Amendment may be executed in multiple original counterparts, each of which shall be an original, but all of which shall constitute one and the same Agreement.

WITNESS the execution hereof, effective as of the Effective Date first set forth above.

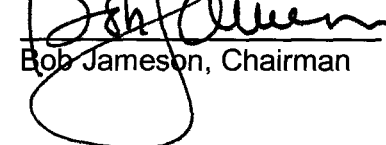
Rock Island Hillside Associates, L.P.
a Texas limited partnership

By: MBA Texas Associates, L.L.C.,
General Partner

By: McCormack Baron Salazar, Inc.,
Member

By: 
Name: Hillary B. Zimmerman
Title: Vice President

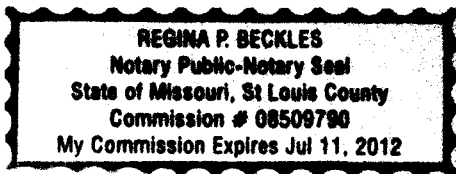
Downtown Fort Worth Initiatives, Inc.,
a Texas non profit corporation

By: 
Bob Jameson, Chairman

STATE OF Missouri §COUNTY OF St. Louis City §
§

On this 12th day of February, 2010, before me, a Notary Public in and for the State aforesaid, personally appeared Hillary B. Zimmerman, to me personally known, who, being by me duly sworn, did say that he/she is Vice President of McCormack Baron Salazar, Inc., a Missouri corporation and the member of MBA Texas Associates, L.L.C., the general partner of Rock Island Hillside Associates, L.P., a Texas limited partnership, and acknowledged before me that, acting under due corporate and partnership authority, he/she executed the foregoing instrument for the purposes therein expressed as the free act and deed of said corporation, limited liability company, and of said limited partnership.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the aforesaid State, the day and year last above written.



Regina P. Beckles
Notary Public in and for the State of Missouri

STATE OF TEXAS §

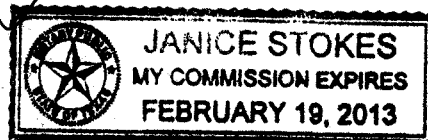
COUNTY OF TARRANT §
§

On this 10 day of FEBRUARY, 2010, before me, a Notary Public in and for the State aforesaid, personally appeared Bob Jameson, to me personally known, who, being by me duly sworn, did say that he is Chairman of Downtown Fort Worth Initiatives, Inc., a Texas non-profit corporation, and acknowledged before me that, acting under due corporate authority, he executed the foregoing instrument for the purposes therein expressed as the free act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the aforesaid State, the day and year last above written.

Janice Stokes
Notary Public in and for the State of Texas

2081.14001/315995



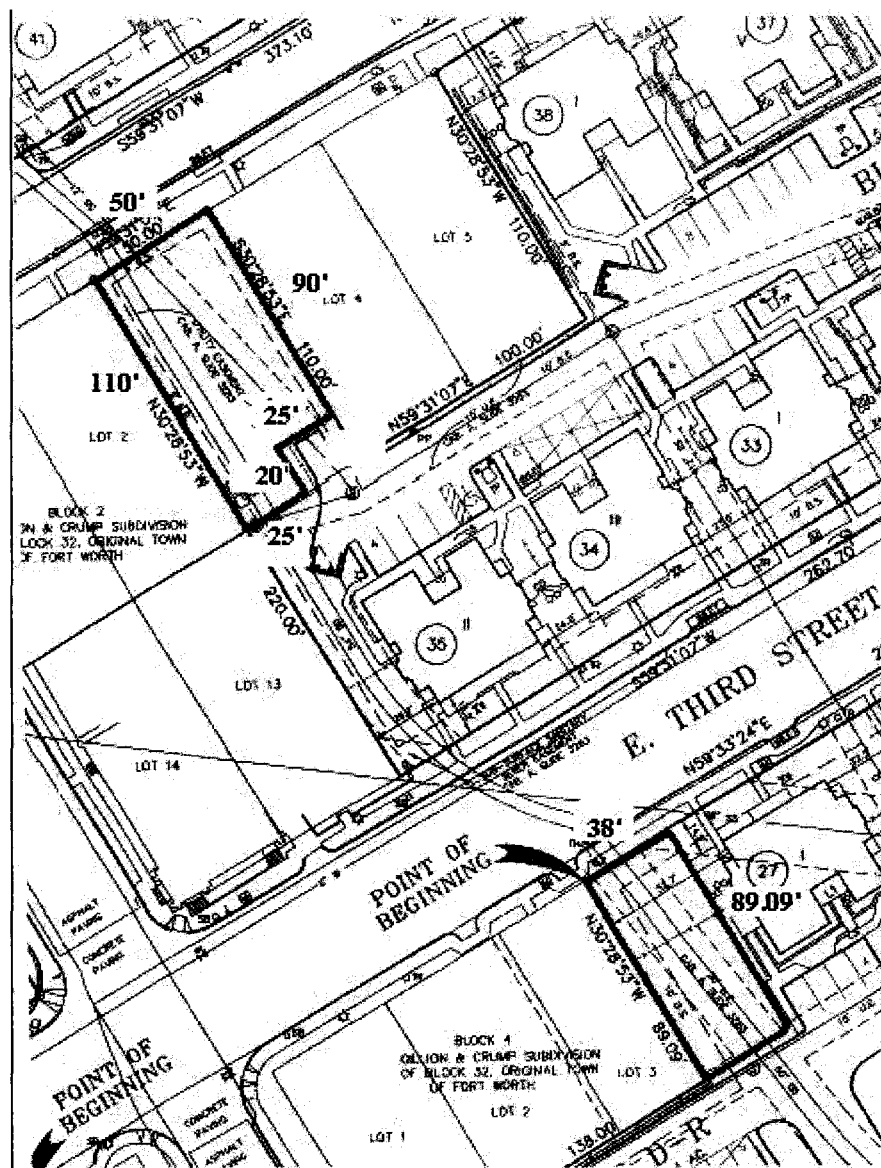


Exhibit B

LEGAL DESCRIPTION

All of Blocks A-R, B-R, C-R, D-R and E-R, HILLSIDE ADDITION, an addition to the City of Fort Worth according to the plat recorded in Cabinet A, Slide 3283, Plat Records of Tarrant County, Texas.

SAVE AND EXCEPT PARCEL NUMBER 1 DESCRIPTION

Being a 0.115 acre tract of land situated in the City of Fort Worth, being a portion of Block B-R, HILLSIDE ADDITION, an addition to the City of Fort Worth according to the plat recorded in Cabinet A, Slide 3283, Plat Records of Tarrant County, Texas, said 0.115 acre tract of land being more particularly described as follows:

COMMENCING at the intersection of the southerly right-of-way line of E. Second Street (a variable width right-of-way) and the easterly right-of-way line of Crump Street (a variable width right-of-way);

THENCE with the southerly right-of-way line of E. Second Street the following:

North 59 degrees 31 minutes 07 seconds East a distance of 100.00 feet to a 5/8 inch iron rod found for the northwesterly corner of said Block B-R, Hillside Addition for the POINT OF BEGINNING, from which a 1/2 inch iron rod found bears North 13 degrees 00 minutes 25 seconds West a distance of 0.23 feet;

North 59 degrees 31 minutes 07 seconds East a distance of 50.00 feet to a 5/8 inch iron rod found for the northwesterly corner of the tract of land described in the deed to Albert Dawkins recorded in Volume 3771, Page 429, Deed Records of Tarrant County, Texas;

THENCE, departing the southerly right-of-way line of E. Second Street with the westerly line of said Albert Dawkins tract South 30 degrees 28 minutes 53 seconds East a distance of 90.00 feet to a 5/8 inch iron rod with yellow plastic cap stamped "Dunaway Assoc, LP" set for corner;

THENCE departing the westerly line of said Albert Dawkins tract South 59 degrees 31 minutes 07 seconds West a distance of 25.00 feet to a 5/8 inch iron rod with yellow plastic cap stamped "Dunaway Assoc, LP" set for corner;

THENCE South 30 degrees 28 minutes 53 seconds East a distance of 20.00 feet to a 5/8 inch iron rod with yellow plastic cap stamped "Dunaway Assoc, LP" set for corner;

THENCE South 59 degrees 31 minutes 07 seconds West a distance of 25.00 feet to a 5/8 inch iron rod with yellow plastic cap stamped "Dunaway Assoc, LP" set for corner;

THENCE North 30 degrees 28 minutes 53 seconds West a distance of 110.00 feet to the POINT OF BEGINNING;

CONTAINING a computed area of 0.115 acres (5,000 square feet) of land.

SAVE AND EXCEPT PARCEL NUMBER 2 DESCRIPTION

BEING a 0.078 acre tract of land situated in the City of Fort Worth, being a portion of Block D-R, Hillside Addition, an addition to the City of Fort Worth according to the plat recorded in Cabinet A, Slide 3282, Plat Records of Tarrant County, Texas, said 0.078 acre tract of land being more particularly described as follows:

COMMENCING at the intersection of the southerly right-of-way line of E. Third Street (a variable width right-of-

way) and the easterly right-of-way line of Crump Street (a variable width right-of-way);

THENCE with the southerly right-of-way line of E. Third Street the following:

North 59 degrees 33 minutes 24 seconds East a distance of 138.00 feet to a 5/8 inch iron rod found for the most northerly northwest corner of said Block D-R, Hillside Addition for the POINT OF BEGINNING;

North 59 degrees 33 minutes 24 seconds East a distance of 38.00 feet to a 5/8 inch iron rod with yellow plastic cap stamped "Dunaway Assoc, LP" set for corner;

THENCE departing the southerly right-of-way line of E. Third Street South 30 degrees 28 minutes 53 seconds East a distance of 89.06 feet to a 5/8 inch iron rod with yellow plastic cap stamped "Dunaway Assoc, LP" set for corner;

THENCE South 59 degrees 31 minutes 05 seconds West a distance of 38.00 feet to a 5/8 inch iron rod with yellow plastic cap stamped "Dunaway Assoc, LP" set for the southeasterly corner of the tract of land described in the deed to Eddie Charles Reese recorded in Volume 11869, Page 1775, Deed Records of Tarrant County, Texas;

THENCE with the easterly line of said Eddie Charles Reese tract North 30 degrees 28 minutes 53 seconds West, a distance of 89.09 feet to the POINT OF BEGINNING;

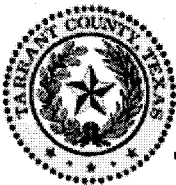
CONTAINING a computed area of 0.078 acres (3,385 square feet) of land.

After Recording Return To:

Republic Title of Texas, Inc.
420 Throckmorton, Ste. 640
Fort Worth, TX 76102

SUZANNE HENDERSON

COUNTY CLERK



100 West Weatherford Fort Worth, TX 76196-0401

PHONE (817) 884-1195

REPUBLIC TITLE OF TEXAS INC
420 THROCKMORTON STE 640
FT WORTH, TX 76102

Submitter: REPUBLIC TITLE OF TEXAS
INC

DO NOT DESTROY
WARNING - THIS IS PART OF THE OFFICIAL RECORD.

Filed For Registration: 2/16/2010 11:22 AM

Instrument #: D210033687

OPR

8

PGS

\$40.00

By: _____

Suzanne Henderson

D210033687

ANY PROVISION WHICH RESTRICTS THE SALE, RENTAL OR USE OF THE DESCRIBED REAL PROPERTY
BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.

Prepared by: VMMASSINGILL